

Objection Deadline: August 3, 2021 at 4:00 p.m. (Prevailing Eastern Time)
Hearing Date and Time: August 24, 2021 at 10:00 a.m. (Prevailing Eastern Time)

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In re:

SEARS HOLDINGS CORPORATION, *et al*,¹

Debtors.

Chapter 11

Case No. 18-23538-RDD

Jointly Administered

**NOTICE OF ADJOURNMENT OF TRANSFORM SR BRANDS LLC’S MOTION
TO ENFORCE ORDER**

PLEASE TAKE NOTICE that on July 13, 2021, Transform SR Brands LLC

(“Transform”) filed the *Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief, ECF No. 9647 (the “Motion”), along with the related *Declaration of Kimberly Black in Support of Defendant’s Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. 9648.

PLEASE TAKE FURTHER NOTICE that, in accordance with the Court’s direction at the omnibus hearing held on July 27, 2021, the hearing to consider the relief requested in the Motion has been adjourned.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the relief requested in the Motion will be **conducted through Zoom** before The Honorable Robert D. Drain, United States Bankruptcy Judge, on **August 24, 2021 at 10:00 a.m. (Prevailing Eastern Time)** (the “Hearing”). Parties wishing to participate at the Hearing are required to register their appearance by 4:00 PM on August 23, 2021 at <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl>.

PLEASE TAKE FURTHER NOTICE that the Motion established a deadline of July 20, 2021 (the “Initial Objection Deadline”) for parties to object the relief requested. No objection or request for a hearing with respect to the Motion was timely filed or served by the Initial Objection Deadline.

PLEASE TAKE FURTHER NOTICE that, solely with respect to Diana M. Arney, the objection deadline shall be extended to August 3, 2021 at 4:00 p.m. (Prevailing Eastern Time) (the “New Objection Deadline”). Any such objection shall be in writing; shall conform to

the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York; shall be filed with the Bankruptcy Court by the New Objection Deadline (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable; and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, ECF No. 405, entered on November 1, 2018 (the “Amended Case Management Order”).

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Motion, the Debtors shall, on or after the New Objection Deadline, submit to the Bankruptcy Court an order substantially in the form annexed hereto as Exhibit A, which order the Bankruptcy Court may enter with no further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE copies of the Motion can be viewed and/or obtained by: (i) accessing the Court’s website at www.nysb.uscourts.gov, or (ii) from the Debtors’ notice and claims agent, Prime Clerk LLC, located at One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New York 10165, at <https://cases.primeclerk.com/sears> or by calling +1 212 257 5450. Note that a PACER password is needed to access documents on the Court’s website.

PLEASE TAKE FURTHER NOTICE that the relief requested in the Motion may affect your rights. Please read the pleadings carefully and, if you have one available, discuss them with your attorney. (If you do not have an attorney, you should consider consulting with one.)

PLEASE TAKE FURTHER NOTICE that if you oppose the relief requested in the Motion, or if you want the Court to hear your position on the Motion, and your objection deadline has not already passed, then you or your attorney must timely file and serve a response to this notice and attend the Hearing. If you or your attorney do not follow the foregoing steps, the Court may decide that you do not oppose the relief requested in the Motion and may enter orders granting the relief requested.

Dated: July 27, 2021
New York, New York

/s/ Luke A. Barefoot

Sean A. O'Neal, Esq.

Luke A. Barefoot, Esq.

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EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al*,¹
Debtors.

Chapter 11

Case No. 18-23538-RDD

Jointly Administered

Related Doc. 9467, 9468

**ORDER ENFORCING THE ORDER (I) APPROVING THE ASSET PURCHASE
AGREEMENT AMONG SELLERS AND BUYER, (II) AUTHORIZING THE SALE OF
CERTAIN OF THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS,
INTERESTS AND ENCUMBRANCES, (III) AUTHORIZING THE ASSUMPTION AND
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS, AND LEASES IN
CONNECTION THEREWITH AND (IV) GRANTING RELATED RELIEF**

*Upon the Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among
Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of
Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of
Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related*

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Relief, ECF No. 9647 (the “Motion to Enforce”)² filed by Transform SR Brands LLC (“Transform”) in the above-captioned proceeding; and the Court having considered the Motion to Enforce, the *Declaration of Kimberly Black in Support of Defendant’s Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. 9648; and the Court having jurisdiction to consider the Motion to Enforce and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)–(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and notice of the Motion to Dismiss having been given in accordance with the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York; and Transform having filed the *Certificate of No Objection Regarding Order Enforcing the Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. ____ (the “Certificate of No Objection”); and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY FOUND AND ORDERED THAT:

1. The Motion to Enforce is GRANTED as set forth herein.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion to Enforce.

2. This Court's *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. 2507 (the "Sale Order"), remains in full force and effect. All parties are ordered to comply with the provisions of the Sale Order.

3. Pursuant to the unambiguous terms of the Sale Order, Transform is not a legal successor and cannot be otherwise deemed to be a successor to any of the Debtors.

4. Diana M. Arney is hereby enjoined from pursuing, asserting or taking any other action in furtherance of any claims against Transform and any of its affiliates, successors and assigns to the extent such claims are premised on successor liability or any similar theory of liability. For the avoidance of doubt, this includes engaging in further discovery in furtherance of successor liability claims in connection with the action *Arney v. Electrolux Home Products Inc. et al.*, Case No. 2020 L 012403 (Il. Ct. Ct. 2020).

5. The Court retains exclusive jurisdiction to interpret and enforce this Order.

Dated: _____, 2021
White Plains, New York

The Honorable Robert D. Drain
United States Bankruptcy Judge